

# CODE OF CONDUCT

Effective July 28, 2022

## *Message from the Chief Executive Officer*

Team Members,

Embodying our core values each and every day drives our purpose of Making Connections to Care. By using our values as our guide, together we create our culture, a culmination of our collective efforts to always stand for what is right and ethical, no matter the situation.

Each ethical decision and action point creates a positive ripple effect within our community of members, colleagues, caregivers, transportation providers and fellow team members. As we continue to evolve as an organization, one thing that doesn't change is our commitment to acting with integrity and transparency. By doing so you embody the principles outlined in our Code of Conduct to uphold and protect our brand and reputation.

You are empowered and entrusted to deliver on these principles and seek support whenever something doesn't feel right or if you need to seek any additional guidance. You are never expected to figure out an ethical dilemma on your own. The best leaders need coaches, and we expect you to use the myriad of resources, including the Code of Conduct, available to you to cultivate trust as part of our open-door philosophy.

Thank you for your continued partnership and commitment to Modivcare's Mission and ethical standards. Please join me in recommitting to our culture, our values and the ethical principles outlined in our Code of Conduct.

A handwritten signature in black ink, appearing to read 'Heath Sampson', written in a cursive style.

**HEATH SAMPSON**  
Chief Executive Officer

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## I. INTRODUCTION

This Code of Conduct (the “COC”) applies to all Modivcare team members, whether full time, part time, or temporary. In addition, the ethical principles set forth in this COC must be followed by the Company’s Board members, vendors, contractors and subcontractors.

The purpose of the COC is to promote and provide guidance to the Company’s team members, executives, officers, managers, and business associates on honest, ethical, and legal conduct in all areas of the Company’s business, including:

- Complying with various applicable healthcare statutes, regulations, and guidance materials, and any other applicable laws, rules, and regulations
- Ensuring implementation and maintenance of an effective compliance program at Modivcare
- Handling actual or apparent conflicts of interest between personal and professional activities and relationships in an ethical and timely manner
- Making full, fair, accurate, timely, and understandable public communications
- Reporting to the appropriate person(s) identified in this COC of violations of the COC, including ethical rules, principles, and standards, completely and promptly
- Enforcing accountability for failure to adhere to the COC

**Jody Kepler, JD, LLM**, is the Chief Compliance Officer (CCO). Jody is ultimately responsible for the Company’s compliance activities and for overseeing enforcement of the COC. She may be reached at **615-762-7773** or [jody.kepler@modivcare.com](mailto:jody.kepler@modivcare.com)

In addition, Modivcare’s Chief Executive Officer, together with the General Counsel and CCO, has established the Company’s Compliance Committee, consisting of leaders of the Company’s major departments and business units and other senior executives. The Compliance Committee oversees the administration of the COC to ensure it is implemented in accordance with its terms and applicable law.

It is important to understand that the establishment of these compliance positions and groups does not diminish the responsibility of each executive, officer, manager, and employee to meet the highest standards of ethical and legal conduct. Abiding by the COC and the Company’s related compliance policies is a condition of continued employment with Modivcare. However, the COC and the Company’s policies and procedures are not contracts of employment, or offers to contract, and are not intended to create any express or implied promises or guarantees of fixed terms of employment.

### **A Special Note to Company Executives, Officers, and Members of Management**

Modivcare's business unit leaders and executives have the primary responsibility for integrating the COC into the fabric of the Company, ensuring compliance with it, and spearheading rigorous enforcement of its provisions to create and maintain an ethical corporate culture.

Management is charged with achieving business results for Modivcare, but they must do so within the bounds of the ethical culture of the Company. To that end, all Company executives, officers, and members of management must exhibit strong leadership and demonstrate an unwavering commitment to ethical business practices and attitudes to the people on their staffs or teams. It is up to the Company's leaders to demonstrate that business results are important, but never at the expense of compliant or ethical behavior.

Company executives, officers, and members of management must monitor the practices of the team members who report to them, provide guidance to them, and never ignore unethical conduct. Perhaps most importantly, they must provide ethical leadership and foster a work environment that integrates ethical and lawful conduct into everyday business dealings and encourages team members to raise or report ethical issues. ***Failure to adequately instruct subordinates, or to prevent and detect noncompliance with applicable policies and legal requirements (especially where vigilance would have led to earlier detection of problems) is a failure of management's duties and may result in discipline up to and including termination of employment.***

## **II. EFFECTIVE COMPLIANCE PROGRAM COMPONENTS**

The Company works diligently to have an effective compliance program. This COC is one component of this multi-faceted effort. The Compliance Program, consisting of the seven elements listed below and discussed throughout this COC, reduces the likelihood of instances of unethical and noncompliant behavior, minimizes the consequences should instances of noncompliance occur, and otherwise protects the Company's corporate brand and reputation.

The seven elements of the Company's Compliance Program are:

1. Compliance Officer, Compliance Committee, and high level oversight
2. Written code of conduct, policies, and procedures
3. Effective training and education
4. Effective lines of communication
5. Routine identification, monitoring, and auditing of compliance risks
6. Enforced standards and discipline
7. Prompt and effective responses to compliance issues

Each of these seven elements is vital to the success and effectiveness of the Company's Compliance Program. They are discussed in greater detail throughout this COC.

### III. COMPLIANCE AND ETHICS PROCEDURES

#### A. Getting Answers to Your Questions

It is impossible for this COC or any other standards of conduct or other guidance documents to anticipate every potentially problematic business scenario or ethical dilemma that may arise. The Company therefore relies upon each team member's good judgment in applying the ethical and legal standards that are in the COC and the Company's related policies and procedures. You should always err on the side of caution and prudence. The COC not only prohibits you from engaging in conduct that is improper, illegal, or unethical, but also from engaging in conduct that creates even the appearance of impropriety.

Remember; you are not alone in this endeavor. When in doubt about ethics or compliance issues, please ask questions. If you do not get a clear answer, keep asking. The Company encourages you to ask questions of your supervisors and managers, Chief Compliance Officer, any member the Legal Department, and other resources as appropriate, such as members of the Human Resources or Finance Departments. If someone asks you a question about the COC or any compliance or ethics matter and you are not sure of the answer, refer them to, or consult with, your colleagues listed above to be sure that any advice you give is correct. Compliance is a collaborative effort.

#### B. Reporting Violations or Concerns

If you believe that you have (or may have) violated the COC, or any applicable law or regulation (including and especially those addressing any kind of financial fraud or misrepresentation), you must immediately report the violation to allow the Company to address any potential problem. The Company has created multiple avenues for reporting compliance issues to ensure there are effective lines of communication for all situations that may arise. Promptly reporting a potential violation may prevent or significantly reduce any adverse consequences.

Equally importantly, do not ignore questionable behavior by your colleagues or others, or expect that such behavior will be handled by someone else. If you are aware that an executive, officer, manager, team member, or subcontractor performing services for the Company has violated or potentially violated the COC or any applicable law or regulation, you must report it.

Any manager, supervisor, or other high-ranking team member who receives a report of a suspected violation of the COC must promptly contact the Chief Compliance Officer. In addition, because Modivcare is committed to the highest standards of honesty, integrity, fairness, and communication, the Company makes available the Ethics Hotline, staffed and operated by the independent service provider Convercent, 24/7/365. You may report ethics and compliance concerns anonymously if you wish. **The Ethics Hotline phone number is 855-818-6929 (toll free)**. If you prefer, you may submit questions or reports concerning ethics and compliance issues to the Ethics Help Desk at <https://ethicshotline.Modivcare.com>. Either way, the Ethics Hotline and Help Desk are intended to allow you to raise concerns or questions in a secure, confidential manner. All issues are triaged and investigated in as timely a manner as possible under the circumstances.

In order for the Company to address fully any concerns or complaints submitted through the Ethics Hotline, please include as many specific facts (e.g., names, positions, locations, dates) as you are comfortable providing. If the information in any report is insufficient to allow the Company to

identify the individuals involved, it is challenging and difficult to investigate and resolve such concerns or complaints.

Appropriate issues to raise through the Ethics Hotline include questions about, or reports of, suspected instances of unethical or illegal conduct related to the following:

- Violations of this COC or other ethics and compliance policies and procedures, laws, or regulations
- Questionable accounting, auditing, or other financial matters
- Improper payments and irregular billing practices
- Facilitation of corruption or misrepresentation
- Forgery or alteration / falsification of documents or data
- Violations of federal or state securities laws applicable to Modivcare as a subsidiary of a public company, Modivcare Inc.
- Conflicts of interest
- Fraud, theft, bribery, and misappropriation or misuse of Company assets or property
- Improper gifts or entertainment
- Intentional breaches of our client or subcontractor contracts
- Improper / abusive behavior toward our clients, their members, Company colleagues, or members of the general public

### **A Special Note re: Personnel Issues**

Please remember that all personnel issues should normally be reported to your supervisor, your local office's Human Resources Manager, or the corporate Human Resources Department, unless you need or wish to remain anonymous. "Personnel issues" include complaints related to other team members, work environment, operations, payroll, benefits, and treatment by supervisors and managers. Issues reported to Human Resources Department personnel will be handled in a timely and confidential manner and referred to the Chief Compliance Officer and/or the Legal Department if they also raise issues of unethical or illegal behavior.

## **C. Protection from Retaliation**

Any person who asks about or in good faith reports an actual or suspected violation of the COC, the Company's policies and procedures, or applicable laws, will be protected from actual or threatened retaliation, discharge, or other negative treatment, even if the report turns out to be unsubstantiated or incorrect. This protection from retaliation also extends to anyone who assists in the investigation of potential or suspected violations.

***Any executive, officer, member of management, or other Company team member who retaliates or is responsible for retaliation against individuals who ask questions, in good faith report known or suspected violations, or who assist in the investigation of suspected violations, will be subject to discipline, including but not limited to suspension or***

**termination of employment.** Under certain circumstances, individuals who retaliate against those who raise ethics and compliance concerns could also face legal action, as the Company deems appropriate.

Reports of or concerns about retaliation or attempted retaliation (which are themselves ethical violations) may be made to the Chief Compliance Officer, or any member of the Legal or Human Resources Departments. Alternatively, you may report actual or attempted retaliation using the Ethics Hotline or Ethics & Compliance Help Desk as outlined on page 8 of this COC. As a Company team member, you have the responsibility to report any actual or attempted retaliation of which you become aware, even if it is not directed against you.

Team members who submit reports that they know to be false, or who fail to cooperate fully in an investigation of a suspected ethics, compliance, or legal violation, have violated the COC and will be subject to disciplinary action in accordance with the Company's progressive discipline policies and procedures found in the Employee Manual. Please review the Company's Fraud, Waste, and Abuse and Whistleblower Policy in the Employee Manual for more information.

## D. Investigations

Upon receiving a report of an actual or suspected ethics or compliance violation, the Chief Compliance Officer, with the assistance of the Special Investigations Unit (and the Legal and Human Resources Departments' assistance, where warranted) immediately arranges for a detailed investigation. The investigation will, as appropriate, include interviews of knowledgeable personnel and review and analysis of relevant documents and other materials. If the Chief Compliance Officer or her designee believes that the integrity of an investigation may be compromised because of the presence in the workplace of team members who are under investigation, the team member(s) allegedly involved in the misconduct may be removed from their present work activities, with or without pay, pending the outcome of the investigation.

As a condition of employment, all team members are required to fully cooperate with any internal or external investigations, including producing requested documents and materials, and participating in interviews. Refusal to cooperate with an ethics investigation is grounds for discipline, up to and including suspension or termination of employment. This includes providing false or misleading answers to ethics investigation interview questions or withholding or altering requested documents or data.

## E. Violations of the COC, Policy, or Law

All team members are responsible for complying with the COC, the Company's related compliance policies and procedures, and applicable laws and regulations. Part of that responsibility is to report known or suspected violations of the COC, Company policies and procedures, or applicable law. In addition, supervisors or managers may be held responsible for the behavior of their subordinates and all agents, consultants, and other representatives of the Company under their reasonable control. If a violation occurs, the specific disciplinary action taken will depend on the circumstances but may include suspension or termination of employment or other association with the Company, or legal action, as the Company deems appropriate.

The Company routinely conducts and commissions audits and other monitoring activities throughout all divisions and business units to ensure compliance with the COC, Company policies, and applicable law. In addition, the Compliance Committee conducts an annual risk

inventory and assessment and formulates a risk mitigation work plan to address identified risks. The findings of these activities are used to evaluate the effectiveness of, and to make improvements to, the Compliance and Ethics Program and the Company's functioning as a whole and are routinely reviewed with the Board of Directors of Modivcare Inc.

The Board of Directors will make determinations of discipline for COC violations applicable to the Company's executives and officers and any family members who may be employed by the Company. For all other team members, such determination will be made by the Human Resources Department in conjunction with the General Counsel and the Chief Compliance Officer or their designees. The Compliance Committees and the Human Resources Department track all compliance-related disciplinary actions to ensure consistency and fairness across all divisions of the Company in the handling of compliance-related violations.

The Company's disciplinary procedures for compliance-related violations are set forth in detail in the Employee Manual. In addition, Modivcare is governed by a suite of compliance policies and procedures.

## **F. Personnel Responsible for COC Administration and Oversight**

Every Company team member is responsible for helping ensure that the COC is fully understood, complied with, and rigorously enforced in every operation. In addition, certain team members have specific, enhanced responsibilities with respect to the COC. Regardless of his or her role in the Company, every team member is expected to be vigilant about potential COC violations and to promptly report them upon discovery.

### **Compliance Committee and Executive Compliance Committee:**

The Compliance Committee consists of the Chief Compliance Officer, General Counsel, and other representatives of senior leadership of the Company's business units and departments. The Committee is chaired by the CCO and hold quarterly regular meetings. The Committees advise and assist the CCO with the implementation and oversight of the COC. The primary purposes of the Committees are to:

- Provide high-level oversight of the Company's compliance-related activities and establish an ethical and compliant "tone at the top" of the Company
- Conduct an annual risk inventory and assessment to analyze the Company's risk profile with respect to contractual and legal requirements
- Assess existing policies and procedures that address relevant risk areas and oversee the revision of existing policies and/or development of new policies, as appropriate
- Work with appropriate Company departments to assess current ethics and compliance training and education and implement new training as required
- Work with appropriate Company departments to promote compliance with the COC, Company policies and procedures, and applicable law
- Arrange for, oversee, and/or review periodic audits of the Company's business to assess the effectiveness of the COC and the Compliance Program as a whole

- Monitor and assist with responding to governmental and client audits and law enforcement requests related to fraud, waste, and abuse
- Advise the Company's senior management and the Board of Directors of Modivcare's parent company, Modivcare Inc., of significant risks to the Company, and work to mitigate such risks

### Chief Compliance Officer:

Jody Kepler is the Company's Chief Compliance Officer (CCO). Contact information for the CCO is found on page 5 of this COC. The CCO has overall responsibility for all aspects of the Company's compliance function, including enforcing the COC and the Company's related compliance policies. The CCO also reports directly and regularly to the Board of Directors of Modivcare Inc. on matters regarding the Company's Compliance Program.

### Special Investigations Unit:

The Company has established a Special Investigations Unit (SIU), consisting of SIU Managers, Supervisors, and Specialists who specialize in and are dedicated to detecting, investigating, and mitigating fraud, waste, and abuse (FWA). The SIU is part of the Compliance Department, and is therefore autonomous and independent from the Company's operations. The SIU investigates allegations of misconduct and violations of law and policy by Company team members, our state agency and health plan clients and their members, and our subcontracted transportation providers, functioning much like our clients' SIUs and state Medicaid agencies' Medicaid Fraud Control Units (MFCUs) and other law enforcement personnel. SIU personnel have expertise in program integrity regulations and other requirements found in federal and state law, as well as our clients' contracts.

The SIU works with the Company's Data Insights and Analytics Department, including a dedicated Director of Anti-FWA Data Science, to conduct analysis of FWA trends and stop payment of fraudulent claims and wasteful and abusive spending on unnecessary or inappropriate services. From time to time the SIU seeks assistance from Network Services Specialists for field investigations of members and subcontracted transportations providers for possible FWA.

## G. Training and Education

Upon hire<sup>1</sup> and annually thereafter, every team member must complete the Company's compliance and ethics training and education curriculum, which addresses the topics covered by the COC, and other topics as deemed appropriate or required by regulations or client contracts. This training must include general compliance and FWA training that incorporates the principles found in CMS's program integrity materials. All training and education materials are available through the Company's electronic Learning Management System (LMS). Records related to compliance and ethics training courses (and other educational courses available on the LMS) are maintained by the Training and Talent Development Department. The Compliance Committee and Legal, Human Resources, and Training and Talent Development Departments are jointly responsible for creating and updating all course content. All records related to mandatory compliance training are maintained for 10 years.

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<sup>1</sup> By regulation, Modivcare employees and subcontractors are required to complete this training within 90 days of hire or contracting, but the Company strives to enforce a best practice that requires the training to be completed within 30 days of hire or contracting and annually thereafter.

As part of their job duties, managers must ensure all team members reporting to them complete the required training courses in a timely manner. Many of these materials include assessments and tests that must be satisfactorily completed for team members to be deemed in full compliance. In certain situations, retraining using the ethics and compliance curriculum may be required as part of progressive discipline. The course content may vary to accommodate different levels of team members and different lines of business, but each course includes material on all COC subjects applicable to those team members, and includes examples or illustrations of the compliance risks relevant to those employees.

Team members must also receive training and education on other pertinent subjects, including, for example, requirements under the Health Information Portability and Accountability Act (HIPAA), sexual harassment, discrimination, cultural competency and workplace diversity, member health, safety, and welfare, any other policies and procedures applicable to their job responsibilities, as well as other subject matters as required by client contract or law. In addition, professional team members must participate in training and education activities sufficient to keep their licensure or certification current and in good standing.

Modivcare is also responsible for ensuring that its contractors and subcontractors that deal with Medicaid, Medicare, and Managed Care Organization (MCO) members receive certain ethics and compliance training and education within 90 days of contracting and annually thereafter. The training and education materials may come from any source, including Modivcare, so long as the materials are substantively similar to the materials the Company makes available to our contractors and subcontractors, which include compliance training incorporating CMS content. Modivcare provides to these downstream entities the appropriate training and education materials through the Transportation Provider Web Portal, or upon request to the Chief Compliance Officer. This COC is included among the materials distributed to the Company's subcontractors, who may choose to be governed by it or by their own standards of conduct that are substantively similar.

We also annually distribute to our contractors and subcontractors the Company's FWA and Whistleblower Policy, as required by the Deficit Reduction Act of 2005 (section 6032). Contractors are required to complete general compliance and FWA training that incorporates the principles found in CMS's program integrity materials, and maintain proof of successful completion for 10 years. The Compliance Committee oversees and audits the Transportation Provider Compliance Program that, among other things, documents annual compliance through certificates of completion, training rosters, and annual program integrity and HIPAA data security attestations.

## H. Annual Compliance Statement

After completing annual compliance and ethics training and education in the LMS, each team member executes an Annual Compliance Statement. For reference, a template of this statement is attached to this COC as Attachment A. Copies are maintained in team members' personnel files or elsewhere, as the Company deems appropriate. Team members who complete the "Disclosure" section of this statement raising possible violations of the COC or the law must also report the concerns they document on the form to the Chief Compliance Officer, any member of the Legal Department, or through the Ethics Hotline and Helpdesk.

## I. Accessibility of the COC

This Code of Conduct (COC) is available through the Company's Website, <https://www.modivcare.com/ethics-code-conduct> and distributed with the compliance and ethics

training and education materials that all employees, contractors and subcontractors must review and complete regularly. In addition, the COC is also available upon request from the Company's Compliance, Legal, and Human Resources Departments.

## IV. CODE of CONDUCT

All team members must be familiar and comply with the ethical principles and standards of conduct in this COC, as well as with any applicable laws and regulations, at all times. You should comply with not only the letter, but also with the spirit of all federal, state, and local laws, rules and regulations applicable to the Company's business. Complying with these ethical standards is not a substitute for complying with relevant regulations and laws. In addition, as applicable, team members must adhere to their respective professional codes of ethics. Team members must also comply with Company compliance policies and procedures, as well as those policies and procedures applicable to their particular job functions.

### A. Maintain Accurate Business and Financial Records

Everyone must create and maintain accurate business and financial records. Preserving the integrity of our financial records is not only the law, but is also important for accurately measuring and maintaining our competitive success and public credibility. Modivcare's parent company, Modivcare Inc., must file periodic reports with the Securities and Exchange Commission (SEC) that are also available for public review and contain information upon which the public may rely. We take this public disclosure responsibility very seriously, and are committed to ensure that all Company communications are complete and accurate.

Books and records must also be kept in compliance with government procurement and contracting rules, other client contract requirements, and any administrative requirements of the government agencies that oversee or do business with the Company. We maintain records relating to our provision of services under Medicaid, Medicare, and MCO contracts for a period of 10 years from creation.

Business records, including financial documents, expense accounts, reimbursements, and timesheets, must be accurate and complete. Never include false or misleading information in any business record, and do not omit accurate information in an effort to mislead or conceal. Those team members who are authorized to enter agreements that bind the Company must never execute a contract that does not fully reflect the true nature and economic substance of the transaction or business activity, or omit material facts from an agreement. Only certain Modivcare team members may execute contracts, and then only in accordance with the Company's Schedule of Authorizations, which is found on the Employee Web Portal or may be provided by request to the Chief Compliance Officer or **General Counsel, Jonathan Bush**, at [jonathan.bush@Modivcare.com](mailto:jonathan.bush@Modivcare.com).

You must never create or maintain any accounts, entities, assets, or funds that are not fully and accurately recorded in the Company's books. You must at all times comply with the Company's internal accounting and auditing policies and controls, which are designed to protect the integrity of our corporate records and the Company's finances. If you are uncertain as to the appropriateness of any accounting or financial reporting matter, you should ask your supervisor. Further, no team member may fraudulently influence, coerce, manipulate, or mislead an auditor

(whether internal or external) for the purpose of rendering misleading financial statements or for any other purpose.

If you have any concerns about accounting or financial issues, you should report those concerns directly to your supervisor, the CCO, any member of the Legal Department, or the Ethics Hotline (855-818-6929), or by the procedures outlined in the Company's FWA and Whistleblower Policy in the Employee Manual. The Company's policy against retaliation applies to any such reports.

## B. Ensure the Accuracy of Financial Reporting

As the wholly-owned subsidiary of a publicly-traded company, Modivcare is required to comply with federal and state laws and regulations with respect to the accuracy of the information it supplies to its parent company, Modivcare Inc., which is ultimately reported to the SEC and communicated to the public. The Company's financial statements are relied upon both internally and externally by individuals making business or investment decisions. Accuracy and candor are critical to the financial health of the Company. As a result, each Company team member, including every executive, officer, and member of management involved in the review, preparation, or substantiation of Modivcare Inc.'s SEC Reports and Public Documents (as defined below) must act in good faith, responsibly, and with due care and diligence to ensure that the Company provides full, fair, accurate, timely, and understandable information for Modivcare Inc.'s disclosures in its SEC Reports and Public Documents. The term "SEC Reports and Public Documents" means financial statements, reports, and other documents filed with or submitted to the SEC, as well as other public communications made by Modivcare Inc. or the Company.

Financial executives, officers, and other personnel involved in the review or preparation of SEC Reports and Public Documents must help ensure that SEC Reports and Public Documents fairly disclose the Company's assets, liabilities, and any material transactions made by the Company. Senior Financial Officers are responsible for the SEC Reports and Public Documents meeting the following requirements:

- SEC Reports and Public Documents must, in reasonable detail, accurately and fairly reflect the transactions engaged in by the Company and acquisitions and dispositions of the Company's assets
- SEC Reports and Public Documents must not contain any untrue statement of material fact that would make the statements in the SEC Reports and Public Documents misleading
- Financial reports must be prepared in accordance with, or reconciled to, Generally Accepted Accounting Principles ("GAAP") and applicable SEC rules, including the SEC accounting rules
- SEC Reports and Public Documents must contain full, fair, accurate, timely, and understandable disclosures

If you become aware of material inaccuracies contained in the materials used to prepare SEC Reports and Public Documents, or material omissions from the SEC Reports and Public Documents, you are required to immediately report such inaccuracies or omissions to the **Chief Compliance Officer, Jody Kepler (615-762-7773 or [jody.kepler@Modivcare.com](mailto:jody.kepler@Modivcare.com)) or General**

**Counsel, Jonathan Bush** ([jonathan.bush@Modivcare.com](mailto:jonathan.bush@Modivcare.com)) so that they may be communicated to the Chairman of Modivcare Inc.'s Board of Directors Audit Committee.

Finally, you are required to respect the confidentiality of information acquired in the course of the performance of your responsibilities. This obligation continues even after you leave the Company's employment.

If you have any concerns about accounting or financial issues, you should report those concerns directly through the Ethics Hotline (855-818-6929) or by the procedures outlined in the Company's FWA and Whistleblower Policy in the Employee Manual. The Company's policy against retaliation applies to any such reports. You may also raise concerns about accounting or financial issues with the Chief Compliance Officer or any member of the Legal Department.

### **C. Maintain Accurate Client and Member Records**

Inadequate, incomplete, or otherwise deficient documentation is a key risk area for the healthcare industry, transportation industry, and social services providers. The preparation, compilation, and maintenance of accurate documentation (whether electronic or in hard copy) is the responsibility of all team members, including those who provide direct services, or those who prepare and submit claims for payment, reconciliation, or reimbursement. It is imperative that all record keeping conform to standards acceptable to governmental regulatory agencies and payors, as well as our client contracts. Under no circumstances should entries be put into client records that fail to indicate the correct time and/or date that the entry was actually made. All records related to client services or member care should be kept in accord with applicable standards, including but not limited to HIPAA privacy and security regulations, licensing and/or accreditation authorities, state Medicaid authorities, and CMS regulations and guidance.

Team members who prepare any records and reports are obligated, ethically and legally, to assure that these documents are accurate and complete, safeguarded against loss or destruction, retained for specified periods as may be established by the Company or otherwise required by law, and maintained in confidence as required by HIPAA and other applicable privacy and data security laws. Each team member involved in government filings and submissions must exercise diligence to assure the accuracy of the data and information contained in such submissions.

Team members must not submit false or misleading data or other information in any government filing or submission, including, but not limited to, any claim submitted to a federally-funded or state healthcare program. Submission of inaccurate information not only subjects the individual team member and the Company to the possibility of severe civil and criminal sanctions, and debarment from participation in the healthcare industry and government contracts, but is extremely damaging to the Company's reputation among clients, members, patients, transportation providers, other subcontractors, and regulators.

The Company takes false claims and other forms of fraud, waste, and abuse very seriously. Team members must identify and seek to resolve allegations of false or fraudulent claims immediately. Issues are resolved fastest and most effectively when given prompt attention at the local level. The Company, therefore, encourages its team members to report concerns to their immediate supervisors, who should promptly consult with any member of the Special Investigations Unit, the Chief Compliance Officer, or any member of the Legal Department to address the concerns. If the supervisor is not an appropriate contact for whatever reason, or if the supervisor fails to respond quickly and appropriately to the concern, then the team member should immediately

escalate the situation to the Chief Compliance Officer or General Counsel, or report the concern using the Ethics Hotline (855-818-6929). Team members should be aware of related compliance policies and procedures regarding detection and prevention of healthcare fraud and abuse, which are available in the Employee Manual.

#### D. Never Engage in Insider Trading

Under federal securities laws, you cannot trade in Modivcare Inc.'s stock on the basis of material, non-public information, nor can you "tip" such material, non-public information to others who use it to trade in Modivcare Inc.'s stock. These laws are designed to ensure that all investors are on an equal footing and are relying upon the same information in making their investment decisions. The Company's Corporate Communications Policy sets forth the trading and reporting obligations of employees of public companies (or their wholly-owned subsidiaries) in greater detail. Every executive, officer, member of management, and employee of the Company has access to these policies and must strictly adhere to them at all times. If you have any questions about insider trading or other corporate communications issues, contact the General Counsel at [jonathan.bush@Modivcare.com](mailto:jonathan.bush@Modivcare.com), or the Chief Compliance Officer at [jody.kepler@Modivcare.com](mailto:jody.kepler@Modivcare.com).

#### E. Avoid Conflicts of Interest

You must make every effort to avoid situations in which your personal interests conflict or appear to conflict with the interests of the Company. Even the suggestion of impropriety will hurt the valuable reputation the Company has worked so hard to establish. When in doubt about whether something constitutes a conflict of interest, ask your supervisor, the Chief Compliance Officer, or any member of the Legal Department. You may also submit your question through the Ethics Hotline (855-818-6929).

Every Modivcare team member is required to perform his/her responsibilities in a manner that furthers Modivcare's interests, and may not compromise those interests due to actual or perceived conflicts with other business matters or personal concerns. A conflict exists when your real or perceived personal interests interfere with or appear to interfere with the interests of the Company. To carry out our business effectively, every team member must be loyal to the Company. You should therefore refrain from entering into relationships that might impair your judgment about what is best for the Company. Even relationships that give the appearance of a conflict of interest should be avoided.

Conflicts of interest may arise in many ways, including, for example, receiving improper personal benefits as a result of your position with the Company, or having outside duties, responsibilities, or obligations that run counter to your duties to the Company. Conflicts of interest may reach farther than just the person employed by or otherwise serving the Company. In fact, many conflicts arise as a result of situations involving the relative of an executive, officer, member of management, or other team member. "Relatives" include spouses, domestic partners, children, parents, grandparents, brothers, sisters, aunts, uncles, nieces, nephews, cousins, in-laws (brother, sister, father, mother, son, daughter), step-relatives, and any persons sharing the same household on a continuing basis. In short, for purposes of the Company's conflict of interest policy, "relatives" essentially include persons with whom Modivcare team members have close, personal, consensual relationships.

Modivcare team members have an ongoing duty to promptly report potential or actual conflicts of interest to their supervisor(s), the Human Resources Department, and the Chief Compliance Officer, Jody Kepler, at 615-762-7773, [jody.kepler@Modivcare.com](mailto:jody.kepler@Modivcare.com), [ethics&complianceofficer@Modivcare.com](mailto:ethics&complianceofficer@Modivcare.com).

Team Members reporting potential or actual conflicts of interest may be required to complete a Conflict of Interest Disclosure Statement. The template for this document is Attachment B to this COC. In addition, all employees must acknowledge the Conflict of Interest Policy, and submit a Conflict of Interest Disclosure Statement if applicable, through compliance training issued within 30 days of hire or rehire and annually (based on calendar year) thereafter.

While it is impossible to set forth every scenario which results in a conflict of interest, conflicts may arise in the areas listed below:

#### **Outside Employment and Other Activities:**

Modivcare team members' primary employment obligation is to the Company. Outside employment (e.g., second jobs) or business activities (e.g., maintaining personal businesses, serving on external boards of directors) are prohibited if they cause an actual or perceived conflict with the Company, our clients, or statutory or regulatory requirements. Any employment or business activity with Modivcare's clients, patients, competitors, contractors or subcontractors is considered a conflict of interest. Modivcare team members may not use the Company's time, name, property, or the services of fellow team members for any outside activities unless authorized by Company policy.

#### **Personal Financial Interests:**

Modivcare team members may not own, directly or indirectly, a material financial interest in any entity that does business with, seeks to do business, or competes with Modivcare or Modivcare Inc. A "material" financial interest is defined as 5% or more of stock or other equitable interest. Modivcare team members may not refer clients, their members, vendors, subcontractors, or those who otherwise do business with the Company to an entity in which they or their relatives have a financial or other material financial interest.

In addition, Company team members may not serve on the board of directors of another company (other than a not-for-profit entity or a subsidiary of the Company) or of a governmental agency without the prior approval of the Compliance Committee. Team members must disclose opportunities to serve on boards of directors to the Chief Compliance Officer prior to accepting those positions.

#### **Relatives and Personal Relationships:**

Modivcare may employ Modivcare team members' relatives as long as they are the best-qualified candidates for their positions and their employment would not result in prohibited relationships. A "prohibited relationship" occurs when hiring, promoting, or transferring a Modivcare team member's relative or personal relation would result in a supervisory - subordinate relationship or give rise to the appearance of other potential or actual conflicts of interest. Modivcare team members may not make employment decisions (hiring, promoting, transferring, setting compensation, evaluating performance, disciplining, or terminating) about relatives. Team members who become aware that their relatives are seeking employment at Modivcare (or, if currently employed relatives will be changing roles in the Company, such as through promotion or transfer, that could result in a supervisory - subordinate relationship), must disclose that

information to the Chief Compliance Officer, or any member of the Legal or Human Resources Departments.

#### **Team Members with Company managed Benefits:**

Some Company team members or their relatives are entitled to benefits under agency programs or client health plans. Modivcare team members who are eligible for benefits, or have relatives who are entitled to benefits managed by the Company, may not schedule, assign, change, approve, or otherwise manage services for themselves or their relatives.

#### **Gifts and Financial Incentives:**

While exchanging gifts, providing entertainment, or performing services with parties outside of the Company may not be illegal, they may nevertheless appear to the public as improper or unethical. Modivcare team members may not solicit or accept gifts, services, or financial incentives from clients, their members, patients, transportation providers, vendors, or other Company contractor or subcontractors. For those team members who deal with federal, state, or local governments, you may never offer to or accept from a government employee, volunteer, or elected official, any gift, entertainment, or service. A “gift” includes anything of value such as goods, restaurant meals, lodging, transportation, or tickets for sporting events or entertainment.

Modivcare team members who work in business development may entertain potential or actual clients if such entertainment is reasonable and consistent with accepted business practices, does not violate any laws or generally accepted ethical standards, and the public disclosure of facts about the entertainment would not embarrass the Company or otherwise harm the Company’s reputation.

#### **Business Opportunities:**

A conflict of interest may also arise if you take advantage of a business opportunity that should belong to the Company. You may not use an opportunity that is within the Company’s line of business that relates to any business in which the Company engages, or in which the Company has an interest or expectancy, for your personal gain without prior approval. A team member, other than an executive officer, who intends to use any business opportunity obtained as a result of that team member’s position with the Company, must obtain prior approval of the General Counsel. An executive officer or director who intends to use any business opportunity obtained as a result of that executive officer’s or director’s position with the Company must obtain prior approval of the Audit Committee of the Board of Directors of Modivcare Inc.

#### **Business Relationships:**

If you or your relatives work for businesses seeking to provide goods or services to the Company, you may not use your personal influence to affect negotiations. If you are an executive, officer, or member of management of that business, you must notify the Company’s General Counsel, or Chief Compliance Officer, who will review the proposed transaction and notify the Compliance Committee. If you or your relatives work for an entity that has a business relationship with the Company (for example, as a consultant, lender, or vendor of the Company) you must bring this fact to the attention of your immediate supervisor, and the Company’s General Counsel, or Chief Compliance Officer to discuss any difficulties that might arise and appropriate steps to minimize any potential conflicts of interest. Finally, always remember that Company purchasing decisions must be based upon considerations of product or service quality and value. Accordingly, dealings

with vendors and suppliers must be conducted on an objective basis, free from the influence of gifts, favors, or considerations of personality.

#### **Related Party Transactions:**

Some situations involving conflicts of interest, including certain situations described above, can be categorized as “Related Party Transactions.” For purposes of the COC, the term “Related Party Transactions” refers to those transactions as defined in the rules of the applicable securities exchange, in this case the NASDAQ Global Select Market, where the Company’s parent’s (Modivcare Inc.) common stock is listed for trading. The Audit Committee of the Board of Directors of Modivcare Inc. will review all Related Party Transactions on an ongoing basis, and all Related Party Transactions must be approved by the Audit Committee. If you have any questions about related party transactions, contact the Company’s General Counsel or Chief Compliance Officer.

Modivcare team members (or their relatives) who are unsure about the content or application of the Company’s conflict of interest policy should contact the Chief Compliance Officer, the Human Resources Department, or any member of the Company’s Legal Department. Violation of the Company’s policy against conflicts of interest may result in discipline up to and including termination of employment.

## **F. Value and Respect All Team Members**

The foundation of Modivcare is our people, and it is one of our highest values to treat each other with integrity, respect, honesty, and courtesy at all times.

#### **Promote Equal Opportunity:**

The Company is committed to equal opportunity in all respects. We select, develop, and promote our team members without regard to race, color, national origin, gender, age, religion, disability, veteran’s status, sexual orientation, or gender identity or expression, or as otherwise prohibited by law. The Company’s equal opportunity policy is discussed more fully in the Employee Manual.

#### **Maintain a Safe and Welcoming Workplace:**

Creating, encouraging, and maintaining a supportive workplace is critical to the teamwork and creativity that makes Modivcare a successful Company. Each of you must help the Company maintain a work atmosphere that is free of any harassing, abusive, disrespectful, disorderly, disruptive, or other unprofessional conduct. Harassment (including sexual harassment), violence, or threatening behavior in any form, whether verbal, physical, or through electronic communications, will not be tolerated and will result in discipline for team members engaging in such behavior, up to and including termination of employment.

Mutual respect is a core value of our Company. What may seem funny or harmless to some people can be hurtful or degrading to others, creating a hostile or offensive work environment. Communicating derogatory comments, insults, and/or jokes that target a certain group (whether by race, gender, religion, or other characteristics), even among just a few co-workers, is unacceptable. Think before you speak and act.

There is nothing more important than the safety and security of our people. If you feel threatened or unsafe in any way, whether from another team member, third party, or anything else whatsoever (such as an environmental problem, for example), promptly report it to your supervisor, the Legal or Human Resources Departments, the Chief Compliance Officer, or through the Ethics Hotline (855-818-6929).

Please refer to the Employee Manual for additional specific policies regarding equal opportunity, anti-discrimination, harassment, and workplace safety. Questions or concerns involving employment practices should be referred to any member of the Human Resources or Legal Departments, who will coordinate with the Chief Compliance Officer, as appropriate.

### **Respect Clients and Members:**

All clients and their members must be treated with respect at all times. Any type of abuse (physical, emotional, verbal, or sexual) or neglect of members will not be tolerated. If you suspect another team member is abusing or neglecting a member, you are required to immediately report the matter to your supervisor, the Chief Compliance Officer, or through the Ethics Hotline (if, for example, reporting the abuse to your supervisor is not effective or is otherwise not appropriate under the circumstances).

Protecting the rights of the clients and members we serve is the responsibility of every team member. Our services are provided without regard to race, color, national origin, gender, age, religion, disability, veteran's status, sexual orientation, or gender identity or expression, or as otherwise prohibited by law and within the limits of our contracts. We must always provide our services in a manner that is considerate and respects the personal values and beliefs of those we serve.

### **Comply with Immigration Laws:**

It is the Company's policy to comply with all applicable laws governing the employment of persons who are not U.S. citizens. No person will be hired by the Company without the appropriate work authorization and submission of appropriate documentation.

## **G. Conduct Business Fairly and with Integrity**

### **Deal Fairly with Business and Work Associates:**

Every Modivcare executive, officer, member of management, or other team member must at all times deal fairly and in good faith with our clients and their members, business partners, suppliers, competitors, stakeholders, regulators, and co-workers. You must never take unfair advantage of anyone through manipulation, concealment, misrepresentation, conspiracy, offers of illegal favors, or any other unfair or unethical practices. Dealings with contractors, suppliers, and vendors must be fair, and cannot be conditioned on requiring that they purchase services from or otherwise deal with the Company.

### **Respect Our Special Relationship to Government Agencies and Officials:**

Federal, state, or local government agencies often pay, directly or indirectly, for many of the services that the Company provides. As such, all team members must be ever mindful of their obligation to deal with complete honesty and transparency with government employees and officials. In making proposals to, soliciting business from, or entering into contracts with any government agency or official, all applicable contracting and procurement laws and regulations must be scrupulously followed. Managers with business units that deal with government entities must be familiar with these rules and be sure that their team members know and comply with them. All reports, claims for payment, invoices, or other documents submitted to any government official must be true, accurate, complete, and comply with agency and contractual standards. You may never solicit, offer, or accept any gift, money, or service from a government employee, volunteer, or elected official.

### **Do Not Deal with Excluded, Debarred, or Suspended Individuals or Entities:**

The Company will not knowingly employ individuals or contract with individuals or entities that are listed as debarred, suspended, excluded, or otherwise ineligible for participation in federal or state healthcare programs. The Company screens all team members and subcontractors (the entities, owners, and employees), prior to hire or contracting and monthly thereafter, against the Office of Inspector General (OIG), System for Award Management (SAM), all state healthcare exclusion lists, the Social Security Death Master File, and the Office of Foreign Asset Control (OFAC) sanctions list. If a Company executive, officer, manager, or other team member appears on these lists and is confirmed to be excluded, debarred, or suspended from participation in government-funded healthcare programs, that individual's employment is immediately terminated. If any subcontractor entity, owner, or employee is found on these exclusion lists and is confirmed to be excluded, debarred, or suspended from participation in government healthcare programs, they are immediately restricted from doing business with the Company. Modivcare will terminate contracts with contractor or subcontractor entities that are confirmed to be excluded, debarred, or sanctioned.

### **Follow Anti-Corruption Laws Faithfully:**

The Company is committed to complying with all anti-corruption, anti-kickback, and similar program integrity laws. You may never solicit, accept, offer, or provide kickbacks, illegal payments or similar favors to or from anyone (whether government officials or individuals employed in the private sector), anywhere. This includes, but is not limited to, soliciting, offering, or receiving anything of value in exchange for referring, furnishing, or recommending services to members, patients, contractors or subcontractors..

This conduct is prohibited whether it is engaged in by Company team members, or by any persons or entities that may be acting on the Company's behalf, such as consultants, agents, brokers, joint venturers, or business partners. You must carefully monitor any third parties with whom you do business on the Company's behalf to be sure that they do not attempt to pay bribes or kickbacks, and you must inform them of the Company's anti-corruption policy.

It is critical that all financial accounts and books are accurate, and that all expenses and other payments are accurately recorded and fairly describe the basis for such expenses. All accounts must be supported by accurate and complete documentation.

Be prudent when dealing with government employees, volunteers, or elected officials. It is unlawful to give or promise anything to a government official to influence him or her to help the Company. Further, as stated above, it is the Company's policy that you may not give gifts to or buy anything for any government official, or solicit or accept anything of value from a government official.

### **Do Not Engage in Anticompetitive Activity or Unfair Trade Practices:**

While Modivcare always strives to compete aggressively and creatively, we are committed to doing so fairly and in strict accordance with the letter and spirit of applicable antitrust and fair competition and trade practice laws and regulations. The laws that are relevant to our business generally regulate the situations described below.

### **Agreements or Contacts with Competitors:**

Agreements among competitors that unreasonably reduce competition are absolutely prohibited, whether those agreements are formal or informal, price-related, or otherwise. In addition, certain

information sharing activities, including the exchange of competitively sensitive information such as profit margins, billing practices, or business strategies may be deemed to constitute unlawful agreements among competitors, and are therefore prohibited. There are circumstances where agreements with competitors may be appropriate, but any such proposal must first be approved by the Legal Department. An example of an appropriate and lawful agreement among competitors is the formation of a trade group for purposes of industry advocacy and education.

Participation in professional organizations that include competitors (including trade associations), as well as informal contact with the Company's competitors, may serve useful and legitimate purposes, such as the exchange of information about governmental regulations and activities. If you have occasion to speak with representatives of Company competitors, you must do so with the knowledge and approval of the Legal Department. In addition, you must be certain never to discuss matters such as our Company's or a competitor's unpublished prices, fees, commissions, sensitive market information, or the Company's financial information (e.g., profit margins, billing practices) with competitors. Do not discuss restricting the types of services that will be offered to clients and members or whether those services will be offered within specific territories. If a competitor begins to talk about any of these subjects, you must object and refrain from participating in the conversation. If the discussion continues, you must remove yourself from the conversation and immediately report it to the Legal Department.

### **Political Activities and Contributions**

The Company is committed to complying with all federal, state, and local laws with respect to political contributions and activities. The Company does not compensate or reimburse any team member or individual associated with the Company in any way for any political contributions they may make. This includes the cost of fundraising or tickets to political functions, even if business is discussed at these events.

Should the Company solicit contributions from team members or individuals associated with the Company for allowable political contributions, such as to corporate or trade associations or political action committees (PACs), the solicitation must make clear that no one will benefit or be prejudiced as a result of a decision to contribute or not contribute, and that any political contribution is completely voluntary and is not tax deductible.

Other than designated team members in the Company's Government Affairs and Legal Departments, team members must avoid lobbying, or even the appearance of lobbying, any governmental body or public official as a representative of the Company without the prior written approval of the Chief Compliance Officer or the Legal Department. The Company adheres strictly to all federal, state, and local requirements regarding lobbying, including registration and reporting requirements.

The Company's CEO must authorize all political or charitable contributions or the commitment of the Company's name or resources to any event or organization. To the extent the contribution would constitute a Related Party Transaction as described on page 24 of this COC, prior approval of Modivcare's Audit Committee of the Board of Directors is required.

### **Interacting with Regulators, Auditors, and Counsel**

Government authorities or lawyers for outside parties may seek to contact you directly with respect to audits, reviews, investigations, or claims against the Company. Inquiries by governmental or regulatory agencies or counsel must be brought to the attention of the Legal

Department before any information or response is provided so that such inquiries may be coordinated and handled properly.

It is Modivcare's policy to cooperate fully with all duly-authorized governmental inquiries and respond truthfully and completely in any legal action. Remember that both you and the Company have a right to a lawyer in connection with any government investigation. If you are contacted by a government investigator, you have a right to have a lawyer present when you speak to the investigator, whether that questioning occurs at your workplace or away from work after business hours. If you are contacted by a third party about an investigation (or otherwise learn of an investigation), you should contact the Legal Department immediately.

In addition, if you receive any written inquiry, subpoena, or other legal document regarding Company business, whether at home or in the workplace, from any governmental agency, outside lawyer, or any other source, you should notify your supervisor or a member of the Legal Department immediately. More details about your rights and responsibilities with respect to contact by government agencies and officials, and legal counsel from any source, are found in the Employee Manual, "Employee Rights in Connections with Government Investigations and Interviews," and elsewhere in the Employee Manual.

## H. Protect the Company's Information and Assets

Safeguarding the Company's confidential and proprietary information is a key component of your duty of loyalty to the Company. Respecting Company property and not using it for personal benefit is also of paramount importance.

### Preserve Confidentiality:

The nature of your work may expose you to confidential information, such as information about our clients and the members we serve, or trade secret or proprietary information about our Company. You have the duty to keep all such information confidential, which means that you cannot share it, in electronic, oral, or written form, with anyone outside the Company. In addition, you may disclose confidential information within the Company on a "need to know" basis only, and as specifically permitted by Company policies. Examples of confidential, sensitive, and proprietary business information that must be protected include, but are not limited to, unpublished pricing information, client or potential client lists, information about vendors and subcontractors who have business relationships with the Company, internal policies and procedures, standard operating procedures, or business workflows, financial information, and our proprietary software and information technology systems. If you have any questions about what constitutes confidential, sensitive, or proprietary information, ask your supervisor, the Chief Compliance Officer, or any member of the Legal Department. Please remember that your confidentiality obligations apply both during and after your employment with the Company.

Also remember not to discuss confidential, sensitive, or proprietary information in situations where you may be overheard. Written information should not be left where others not entitled to see it could gain access to it. Electronic communications and equipment must be safeguarded and encrypted where and when applicable, all in compliance with the Company's electronic information security standards and policies, found throughout the Employee Manual. These include, among other things, never giving your password to anyone and never discussing confidential, sensitive, or proprietary information online (e.g., on social media, through unsecured email).

Strictly Adhere to HIPAA at All Times: Modivcare’s business nature puts many of our team members in contact with our clients’, members’, patients’ protected health information (PHI) on a daily basis. Strict compliance with the Health Information Portability and Accountability Act (HIPAA) is a critical aspect of our business. HIPAA-protected information may only be released in compliance with applicable HIPAA and other confidentiality laws and regulations. All team members must familiarize themselves with HIPAA requirements by reading the materials provided to them and participating in the HIPAA training that is part of our mandatory compliance training. You must ensure that PHI is treated in compliance with the law and the Company’s HIPAA policies. If you need to report a potential HIPAA/PRIVACY incident or have any questions about the correct way to treat information under HIPAA, please contact Modivcare’s Privacy Officers, Adam Lovett and Ryan Lipinski, at [HIPAAOfficer@Modivcare.com](mailto:HIPAAOfficer@Modivcare.com). If you have questions about data security or need to report a potential security incident, please submit a request to the IT Service Desk at [Modivcare@service-now.com](mailto:Modivcare@service-now.com). The Chief Information Security Officer for Modivcare is Travis Lansdell.

### **Respect and Protect the Company’s Intellectual and Other Property:**

“Intellectual property” refers to creations of the mind, such as inventions, literary or artistic works, designs, and images used in commerce. The Company’s intellectual property is one of its most valuable assets. Examples of Modivcare’s intellectual property include the Circulation™ platform, our proprietary reservations software, LOGISTICAD®, our service marks, and the formulas and algorithms we use to set rates and terms for our business proposals. Some intellectual property that is kept confidential, but would be valuable to our competitors and others if disclosed, is considered trade secret information. You must safeguard the Company’s trade secrets and other proprietary information at all times. You may not use Modivcare’s trade secret information or intellectual property for personal benefit. You must also respect the intellectual property rights of others. If you have any questions about whether something constitutes intellectual property, contact the Legal Department. Violation of the Company’s policy regarding intellectual property rights may result in personal liability to the team member for any benefit gained from improper use of such information, or any damages sustained by the Company as a result of improper disclosure of such information.

All electronic media and communications systems such as voice mail, email, commercial software, and access to the Internet are the property of the Company. Communications on these systems are not private communications. They are business records that may be monitored by the Company, must be retained by the Company, and may be subpoenaed by a court of law or government agency. Team members have no privacy expectations with respect to communications sent over these systems.

Team members may not use the Company’s property or business supplies for personal use. Policies and procedures regarding particular uses of Company property are found in the Employee Manual and the General Policies and Procedures Manual. If you have any questions about the proper use of Company property, contact your supervisor, the Chief Compliance Officer, or any member of the Human Resources or Legal Departments.

## **V. STANDARDS of CONDUCT for SUBCONTRACTORS**

All of Modivcare’s subcontractors are expected to comply with the principles set forth in this COC as they relate to fair and accurate billing, accurate recording and documentation of services rendered, and compliance with all applicable laws, regulations, and government standards.

Subcontractor compliance specifically includes, but is not limited to, adhering to HIPAA requirements and refraining from employing or contracting with excluded, debarred, sanctioned, or suspended individuals or entities. Managers responsible for hiring subcontractors must include these requirements in contracts, communicate these requirements to subcontractors, and monitor them for compliance. In addition, the Compliance Committee oversees subcontractor compliance activities, including collecting annual attestations of program integrity and HIPAA compliance and conducting *ad hoc* and regular audits.

The Company must not knowingly contract with individuals or entities that are listed as debarred, suspended, excluded, or otherwise ineligible for participation in federal or state healthcare programs. Subcontractors must immediately report to the Company any debarments, suspensions, or exclusions, or other ineligibility for participation in federal or state healthcare programs, and must immediately cease rendering services on behalf of the Company upon their occurrence. Modivcare screens all subcontractors to ensure compliance with this policy prior to engagement or contracting and monthly thereafter.

## **VI. AMENDMENT and WAIVER**

The Company reserves the right to amend, waive, or alter the policies and other content set forth in the COC at any time. Any amendment to the COC or waiver (or implicit waiver) of any provision of the COC for executives or officers of the Company requires the approval of a majority of the Compliance Committee and the Audit Committee of the Board of Director's of Modivcare Inc.